

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

VENTANA MEDICAL SYSTEMS, INC.,)
)
Plaintiff,)
)
v.)
)
VISION BIOSYSTEMS (USA))
TRADING INC.,)
)
Defendant.)

Civil Action No. 05-CV-10614-GAO

PLAINTIFF'S ANSWER TO DEFENDANT'S COUNTERCLAIMS

Ventana Medical Systems, Inc. ("Ventana") named as plaintiff in the above-captioned matter, by and through counsel, hereby answers Defendant's Counterclaims as follows:

DEFENDANT'S COUNTERCLAIMS

Jurisdiction and Venue

1. Ventana admits the allegations contained in paragraph 1.
2. Ventana admits the allegations contained in paragraph 2.
3. Ventana admits the allegations contained in paragraph 3.
4. Ventana admits the allegations contained in paragraph 4.
5. Ventana admits the allegation contained in paragraph 5 to the extent that it is a corporation organized under the laws of the State of Delaware with a principal place of business in Tucson, Arizona.

First Counterclaim for Declaratory Judgment of Noninfringement

6. Ventana repeats and realleges its answers to paragraphs 1-5 as if set forth herein.
7. Ventana admits the allegations contained in paragraph 7.
8. Ventana admits the allegations contained in paragraph 8.
9. Ventana denies the allegations contained in Paragraph 9 of the Counterclaim.
10. Ventana denies the allegations contained in Paragraph 10 of the Counterclaim.

**Second Counterclaim for Declaratory Judgment
of No Inducement to Infringe or Contributory Infringement**

11. Ventana repeats and realleges the answers to paragraphs 1-10 as if set forth herein.
12. Ventana denies the allegations contained in Paragraph 12 of the Counterclaim.

Third Counterclaim for Declaratory Judgment of Invalidity of the '861 Patent

13. Ventana repeats and realleges the answers to paragraphs 1-12 as if set forth herein.
14. Ventana denies the allegations contained in Paragraph 14 of the Counterclaim.

PLAINTIFF'S AFFIRMATIVE DEFENSES

First Affirmative Defense

Vision is infringing the '861 Patent by making, using, offering to sell, and/or selling an apparatus known as Bond OCR.

Second Affirmative Defense

Vision has contributed to the infringement of the '861 Patent.

Third Affirmative Defense

Vision has induced infringement of the '861 Patent.

Fourth Affirmative Defense

The '861 Patent is valid and enforceable.

WHEREFORE, Ventana respectfully requests that this Court enter the following relief:

- a. Dismissing the counterclaims of the defendant with prejudice and denying each and every prayer for relief contained therein.

DATED: June 9, 2005

Respectfully submitted,

By: 

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CERTIFICATE OF SERVICE

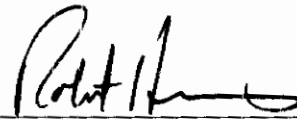
I hereby certify that a true and correct copy of the foregoing Plaintiff's Answer to Defendant's Counterclaims were served, via hand delivery and Federal Express on counsel for Defendants in this matter on this 9th day of June, 2005.

(Via Federal Express)

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